

EXHIBIT C

Certificate of Conversion

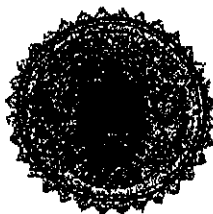
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CYPRESS COMMUNICATIONS OPERATING COMPANY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CYPRESS COMMUNICATIONS OPERATING COMPANY, INC." TO "CYPRESS COMMUNICATIONS OPERATING COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3207755 8100V

AUTHENTICATION: 3572100


040929617

DATE: 12-22-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:00 PM 12/21/2004
FILED 12:00 PM 12/21/2004
SRV 040929617 - 3207755 FILE

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 266 OF THE
DELAWARE GENERAL CORPORATION LAW**

1. The name of the corporation immediately prior to the filing of this Certificate is:
Cypress Communications Operating Company, Inc.
2. The date the Certificate of Incorporation was filed on is April 6, 2000.
3. The name of the limited liability company as set forth in the Certificate of
Formation is: Cypress Communications Operating Company, LLC.
4. The conversion has been approved in accordance with the provisions of Section
266 of the Delaware General Corporation Law.

By: 
Name: Neal L. Miller
Title: SVP & CFO